

**LAW OFFICES OF
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March 8, 2011

Ms Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RECORDATION NO. 29644-H FILED

MAR 08 '11 -12 02 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Brown

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of March 7, 2011. The primary document to which this is connected is recorded under Recordation Number 29644. We request that this document be recorded under Recordation Number 29644-H.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Everest Railcar Services, Inc.
1391 Plaza Place, Suite C
Springdale, AR 72764

A description of the equipment covered by the Memorandum of Lease Agreement consists of 50 rail cars numbered HWCX 3301-3350, inclusive

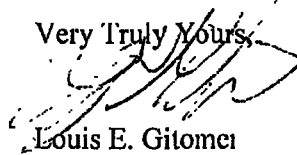
A fee of \$41.00 is enclosed Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
March 8, 2011
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Everest Railcar Services, Inc , 1391 Plaza Place, Suite C, Springdale, AR 72764, covering 50 rail cars numbered HWCX 3301-3350, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomei", written over the closing "Very Truly Yours,".

Louis E. Gitomei

Enclosure

RECORDATION NO. 29644-14 FILED

MAR 08 '11 -12 02 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of March 1, 2011

between

EVEREST RAILCAR SERVICES, INC.,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, L.L.C.
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on _____, 2011 at _____:_____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 2, 2011, by and between EVEREST RAILCAR SERVICES, INC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars")

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of March 4, 2011, and Schedule No. 90005 thereto and incorporating the terms thereof, dated as of March 5, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

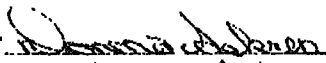
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

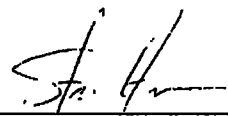
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Donna Askren
Title: Asst. Vice President

EVEREST RAILCAR SERVICES, INC

By: 
Name: Steve Thompson
Title: President

STATE OF Georgia)
) ss.
COUNTY OF Forsyth)

I HEREBY CERTIFY, that on this 1st day of February, 2011, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Debra Lee Ford, who acknowledged herself/himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, L.L.C., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained as the duly authorized Debra Lee Ford of said company by signing the name of the company by herself/himself as the Vice President.

AS WITNESS my hand and notarial seal.

Debra Lee Ford
Notary Public

My commission expires March 11, 2011

CELESTE BROWN
NOTARY PUBLIC
Forsyth County
State of Georgia
My Comm. Expires Mar. 11, 2011

STATE OF ARKANSAS
COUNTY OF WASHINGTON
TO WIT:

On this 4th day of March before me appeared Steven Hendricks, to me personally known, who being by me duly sworn, says that he/she is the PRESIDENT of EVEREST RAILCAR SERVICES, INC., that said instrument was signed on March 4, 2011 on behalf of said corporation by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] OFFICIAL SEAL
AMANDA D. POLLOCK
NOTARY PUBLIC, ARKANSAS
BENTON COUNTY
COMMISSION # 12349544
COMMISSION EXP. 08/27/2016

Amanda D. Pollock
Notary Public

My commission expires. 6-27-2014

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 201

CURRENT MARK	CURRENT NUMBER	CURRENT MARK	CURRENT NUMBER
HWCX	003301	HWCX	003326
HWCX	003302	HWCX	003327
HWCX	003303	HWCX	003328
HWCX	003304	HWCX	003329
HWCX	003305	HWCX	003330
HWCX	003306	HWCX	003331
HWCX	003307	HWCX	003332
HWCX	003308	HWCX	003333
HWCX	003309	HWCX	003334
HWCX	003310	HWCX	003335
HWCX	003311	HWCX	003336
HWCX	003312	HWCX	003337
HWCX	003313	HWCX	003338
HWCX	003314	HWCX	003339
HWCX	003315	HWCX	003340
HWCX	003316	HWCX	003341
HWCX	003317	HWCX	003342
HWCX	003318	HWCX	003343
HWCX	003319	HWCX	003344
HWCX	003320	HWCX	003345
HWCX	003321	HWCX	003346
HWCX	003322	HWCX	003347
HWCX	003323	HWCX	003348
HWCX	003324	HWCX	003349
HWCX	003325	HWCX	003350